

BEFORE THE BOARD OF OIL, GAS AND MINING

DEPARTMENT OF NATURAL RESOURCES

STATE OF UTAH

IN THE MATTER OF THE REQUEST)
FOR AGENCY ACTION OF)
NEWFIELD PRODUCTION COMPANY)
FOR AN ORDER POOLING ALL)
INTERESTS IN FOUR DRILLING)
UNITS ESTABLISHED BY THE)
BOARD'S ORDERS ENTERED IN)
CAUSES NOS. 131-51, 139-8 AND 139-90)
IN SECTIONS 14, 17, AND 23,)
TOWNSHIP 3 SOUTH, RANGE 2)
WEST, AND SECTION 17, TOWNSHIP)
3 SOUTH, RANGE 3 WEST, U.S.M.,)
DUCESNE COUNTY, UTAH)

EX PARTE MOTION
TO SERVE REQUEST FOR
AGENCY ACTION BY
PUBLICATION

Docket No. 2014- 006

Cause No. 139- 114

NEWFIELD PRODUCTION COMPANY, by and through its undersigned attorneys, and pursuant to Utah Administrative Code Rule R641-106-230, petitions the Board of Oil, Gas and Mining (the “**Board**”) for an order authorizing service of the Request for Agency Action filed in this matter on December 10, 2013 (the “**Request**”), to be made on the unlocatable owners as identified herein. As shown by the Landman Affidavits executed by Kenneth Harris and Robert N. Miller II attached hereto as Attachment “A,” and incorporated herein by reference, Newfield Production Company (“**Newfield**”) has conducted a thorough title examination of the mineral interest ownership in all of Sections 14, 17, and 23, Township 3 South, Range 2 West, U.S.M., Duchesne County, Utah (the “**Subject Lands**”), and has made a reasonable good faith effort to identify and locate the owners of those interests. Despite Newfield’s diligent search, the following owners are not locatable (the “**Unlocatable Owners**”):

Elizabeth O’Neal;

The heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein;

Barbara Y. Clarke;

The heirs/devisees of James Dalglish; and

The heirs/devisees of Enoch D. Lewis, including without limitation, the

heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie

Widerburg-Zucker.

Consistent with the Board's practice in prior pooling proceedings where some of the interested parties being pooled have been unlocatable, Newfield seeks an order authorizing it to serve its Request on the Unlocatable Owners by personalized published notice. Such notice is reasonably calculated to provide notice to the Unlocatable Owners of the pendency of the Request, the Hearing Examiner's January 15, 2014 hearing, and the Board's January 22, 2014 hearing. In addition to providing such notice, Newfield's proposed published notice would apprise the Unlocatable Owners of their opportunity to lease their oil and gas minerals or to participate as an owner in the drilling of the Mullins #11-14-3-2W, LeJeune #1-17-3-2WH, and Morrill #4-23-3-2WH Wells (all as further described in the Request). The proposed notice also will apprise the Unlocatable Owners of the possibility that the Board may impose up to a 300% risk compensation penalty on the nonconsenting owners.

Service of the Request by publication is warranted to ensure that the Unlocatable Owners receive legally sufficient notice of their opportunity to participate in the Board's proceedings. Newfield proposes to publish the attached form of notice beginning on December 15, 2013, once a week for two consecutive weeks in the Salt Lake Tribune and Deseret Morning News, and for two consecutive weeks beginning on December 17, 2013, and December 18, 2013, in the Uintah Basin Standard and The Vernal Express, respectively, newspapers of general circulation in the county in which the Subject Lands are located, and further proposes that all objections or responses to the Request be filed and served no later than January 10, 2014. A proposed form of

Order Granting Ex Parte Motion to Serve Request for Agency Action by Publication is attached hereto.

Dated this 10th day of December, 2013.

VAN COTT, BAGLEY, CORNWALL & McCARTHY

By 

Thomas W. Clawson

Attorneys for Petitioner

36 South State Street, Suite 1900

Salt Lake City, Utah 84111

Telephone: (801) 532-3333

CERTIFICATE OF MAILING

I hereby certify that on this 10th day of December, 2013, I caused a true and correct copy of the foregoing Ex Parte Motion to Serve Request for Agency Action by Publication to be served via U.S. Mail, properly addressed with postage prepaid, upon each of the following:

Michael S. Johnson
Assistant Attorney General
Utah Board of Oil, Gas and Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116

Steven F. Alder
Assistant Attorney General
Utah Division of Oil, Gas & Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116

A handwritten signature in blue ink, appearing to read "James W. Alder", is written over a horizontal line.

BEFORE THE BOARD OF OIL, GAS AND MINING

DEPARTMENT OF NATURAL RESOURCES

STATE OF UTAH

IN THE MATTER OF THE REQUEST)	
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CAUSES NOS. 131-51, 139-8, AND 139-)	Docket No. 2014-_____
90 IN SECTIONS 14, 17, AND 23,)	Cause No. 139-_____
TOWNSHIP 3 SOUTH, RANGE 2)	
WEST, AND SECTION 17, TOWNSHIP)	
3 SOUTH, RANGE 3 WEST, U.S.M.,)	
DUCHESNE COUNTY, UTAH)	

The Board of Oil, Gas and Mining (the "Board") having fully considered Newfield Production Company's (the "Petitioner") Ex Parte Motion to Serve Request for Agency Action by Publication (the "Motion") and the grounds and reasons provided therefore, and good cause appearing, hereby enters its Order granting the Motion as follows:

1. Petitioner's Motion is granted.
2. The proposed Notice attached to the Motion shall be published prior to the Hearing Examiner's January 15, 2014 hearing once a week for two consecutive weeks in the Salt Lake Tribune, Deseret Morning News, Uintah Basin Standard, and Vernal Express newspapers.
3. Objections or responses to Newfield's December 10, 2013 Request for Agency Action shall be filed with the Secretary of the Board and served on Newfield's counsel no later than January 10, 2014.

For all purposes, the Chairman's signature on a faxed copy of this Order shall be deemed the equivalent of a signed original.

Issued this _____ day of December, 2013.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING

Ruland J. Gill, Jr., Chairman

ATTACHMENT "A"

**LANDMAN AFFIDAVIT
REGARDING THE INTEREST OF ELIZABETH O'NEAL**

Kenneth Harris personally appeared before me, being duly sworn, deposes and says:

1. My name is Kenneth Harris. I am a Landman for Newfield Production Company, whose address is 1001 17th Street, Suite 2000, Denver, CO 80202 ("Newfield").
2. As Operator of the LeJeune 1-17-3-2WH, Newfield has requisitioned the preparation of a Drilling and Division Order Title Opinion covering Township 3 South, Range 2 West, Section 17, Duchesne County, Utah.
3. Said Drilling and Division Order Title Opinion has identified Elizabeth O'Neal as a mineral owner in the aforementioned lands. In May 2012, Newfield requested its lease broker search for Elizabeth O'Neal for the purpose of leasing her mineral interest.
4. Newfield, through its lease broker, conducted an extensive internet search in an attempt to locate Elizabeth O'Neal using the following sites: Social Security Death Index, People Finder, 411, People Search, People Lookup, Family Search, and many others.
5. Said internet search determined that Elizabeth was born in Libby, Montana in 1924. However, no records of her location or whereabouts were ever found.
6. On December 4, 2013, a supplemental search was again conducted in the Duchesne County records and various internet sites in an attempt to locate Elizabeth's whereabouts, but no new information was found.
7. Based on the unsuccessful results of our extensive search, Newfield has deemed Elizabeth O'Neal to be unlocatable.

FURTHER AFFIANT SAYETH NOT.



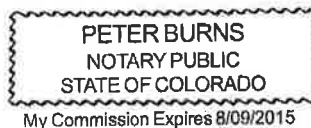
STATE OF COLORADO §
 §
COUNTY OF DENVER §

Subscribed and sworn to before me this 6th day of December, 2013.



NOTARY PUBLIC

My Commission Expires:



**LANDMAN AFFIDAVIT
REGARDING THE INTEREST OF ELIZABETH O'NEAL**

Kenneth Harris personally appeared before me, being duly sworn, deposes and says:

1. My name is Kenneth Harris. I am a Landman for Newfield Production Company, whose address is 1001 17th Street, Suite 2000, Denver, CO 80202 ("Newfield").
2. As Operator of the Mullins 11-14-3-2W, Newfield has requisitioned the preparation of a Drilling and Division Order Title Opinion covering Township 3 South, Range 2 West, Section 14, Duchesne County, Utah.
3. Said Drilling and Division Order Title Opinion has identified Elizabeth O'Neal as a mineral owner in the aforementioned lands. In May 2012, Newfield requested its lease broker search for Elizabeth O'Neal for the purpose of leasing her mineral interest.
4. Newfield, through its lease broker, conducted an extensive internet search in an attempt to locate Elizabeth O'Neal using the following sites: Social Security Death Index, People Finder, 411, People Search, People Lookup, Family Search, and many others.
5. Said internet search determined that Elizabeth was born in Libby, Montana in 1924. However, no records of her location or whereabouts were ever found.
6. On December 4, 2013, a supplemental search was again conducted in the Duchesne County records and various internet sites in an attempt to locate Elizabeth's whereabouts, but no new information was found.
7. Based on the unsuccessful results of our extensive search, Newfield has deemed Elizabeth O'Neal to be unlocatable.

FURTHER AFFIANT SAYETH NOT.



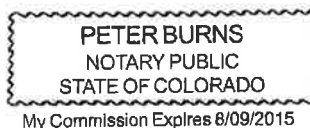
STATE OF COLORADO §
 §
COUNTY OF DENVER §

Subscribed and sworn to before me this 6th day of December, 2013.



NOTARY PUBLIC

My Commission Expires:



**LANDMAN AFFIDAVIT
REGARDING THE INTEREST OF ANDREW STEIN**

Robert N. Miller II personally appeared before me, being duly sworn, deposes and says:

1. My name is Robert N. Miller II. I am a Landman for Newfield Production Company, whose address is 1001 17th Street, Suite 2000, Denver, CO 80202 ("Newfield").
2. As Operator of the Mullins 11-14-3-2W well, Newfield requisitioned title attorneys for the preparation of Title Opinions covering lands in Township 3 South, Range 2 West, Section 14, Duchesne County, Utah.
3. Said Title Opinions have identified Eleanor Stein as an unleased mineral owner in the aforementioned lands. Further research identified Andrew Stein as an heir of Eleanor Stein. In 2012, Newfield requested its lease broker to search for Andrew Stein, or any potential Heirs and/or Devisees for the purpose of leasing the subject mineral interest.
4. Newfield, through its lease broker, utilized multiple online search tools to locate Andrew Stein. Results from the online search tools were investigated, and all attempts were unsuccessful in locating Andrew Stein, or any potential Heirs and/or Devisees.
5. On December 4, 2013, a supplemental search was again conducted in the Duchesne County records and various internet sites in an attempt to locate Andrew Stein's whereabouts, but no new information was found.
6. Based on the unsuccessful results of our extensive search, Newfield has deemed Andrew Stein to be unlocatable.

FURTHER AFFIANT SAYETH NOT.

Robert N. Miller II

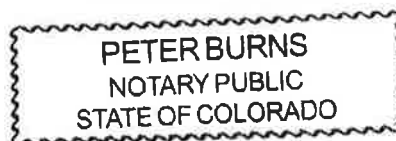
STATE OF COLORADO §
 §
COUNTY OF DENVER §

Subscribed and sworn to before me this 6th day of December, 2013.

P. Burns

NOTARY PUBLIC

My Commission Expires:



My Commission Expires 8/09/2015

**LANDMAN AFFIDAVIT
REGARDING THE INTEREST OF BARBARA Y. CLARKE**

Robert N. Miller II personally appeared before me, being duly sworn, deposes and says:

1. My name is Robert N. Miller II. I am a Landman for Newfield Production Company, whose address is 1001 17th Street, Suite 2000, Denver, CO 80202 ("Newfield").
2. As Operator of the Mullins 11-14-3-2W well, Newfield requisitioned title attorneys for the preparation of Title Opinions covering lands in Township 3 South, Range 2 West, Section 14, Duchesne County, Utah.
3. Said Title Opinions have identified Barbara Y. Clarke as an unleased mineral owner in the aforementioned lands. Newfield requested its lease broker to search for Barbara Y. Clarke, or any potential Heirs and/or Devisees for the purpose of leasing the subject mineral interest.
4. Newfield, through its lease broker, utilized multiple online search tools to locate Barbara Y. Clarke. Results from the online search tools were investigated, and all attempts were unsuccessful in locating Barbara Y. Clarke, or any potential Heirs and/or Devisees.
5. On December 4, 2013, a supplemental search was again conducted in the Duchesne County records and various internet sites in an attempt to locate Barbara Y. Clarke's whereabouts, but no new information was found.
6. Based on the unsuccessful results of our extensive search, Newfield has deemed Barbara Y. Clarke to be unlocatable.

FURTHER AFFIANT SAYETH NOT.



STATE OF COLORADO

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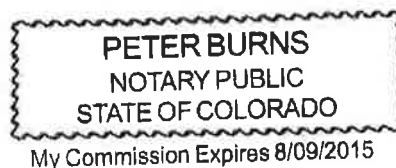
COUNTY OF DENVER

Subscribed and sworn to before me this 6th day of December, 2013.



NOTARY PUBLIC

My Commission Expires:



**LANDMAN AFFIDAVIT
REGARDING THE INTEREST OF JAMES DALGLEISH**

Robert N. Miller II personally appeared before me, being duly sworn, deposes and says:

1. My name is Robert N. Miller II. I am a Landman for Newfield Production Company, whose address is 1001 17th Street, Suite 2000, Denver, CO 80202 ("Newfield").
2. As Operator of the Morrill 4-23-3-2WH well, Newfield requisitioned title attorneys for the preparation of Title Opinions covering lands in Township 3 South, Range 2 West, Section 23, Duchesne County, Utah.
3. Said Title Opinions have identified the Estate of James Dalglish as an unleased mineral owner in the aforementioned lands. Newfield requested its lease broker to search for James Dalglish, or any potential Heirs and/or Devises for the purpose of leasing the subject mineral interest.
4. Newfield, through its lease broker, utilized multiple online search tools to locate James Dalglish. Results from the online search tools were investigated, and all attempts were unsuccessful in locating James Dalglish, or any potential Heirs and/or Devises.
5. On December 4, 2013, a supplemental search was again conducted in the Duchesne County records and various internet sites in an attempt to locate James Dalglish's whereabouts, but no new information was found.
6. Based on the unsuccessful results of our extensive search, Newfield has deemed James Dalglish to be unlocatable.

FURTHER AFFIANT SAYETH NOT.



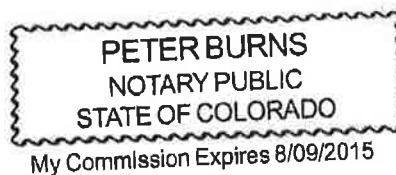
STATE OF COLORADO §
 §
COUNTY OF DENVER §

Subscribed and sworn to before me this 6th day of December, 2013.



NOTARY PUBLIC

My Commission Expires:



**LANDMAN AFFIDAVIT
REGARDING THE INTEREST OF MELANIE WIDERBURG-ZUCKER**

Robert N. Miller II personally appeared before me, being duly sworn, deposes and says:

1. My name is Robert N. Miller II. I am a Landman for Newfield Production Company, whose address is 1001 17th Street, Suite 2000, Denver, CO 80202 ("Newfield").
2. As Operator of the Morrill 4-23-3-2WH well, Newfield requisitioned title attorneys for the preparation of Title Opinions covering lands in Township 3 South, Range 2 West, Section 23, Duchesne County, Utah.
3. Said Title Opinions have identified the Estate of Enoch D. Lewis as an unleased mineral owner in the aforementioned lands. Further research identified Jeri Ann Gustafson as an heir of Enoch D. Lewis, and Melanie Widerburg-Zucker as an heir of Jeri Ann Gustafson. Newfield requested its lease broker to search for Melanie Widerburg-Zucker, or any potential Heirs and/or Devisees for the purpose of leasing the subject mineral interest.
4. Newfield, through its lease broker, utilized multiple online search tools to locate Melanie Widerburg-Zucker. Results from the online search tools were investigated, and all attempts were unsuccessful in locating Melanie Widerburg-Zucker, or any potential Heirs and/or Devisees.
5. On December 4, 2013, a supplemental search was again conducted in the Duchesne County records and various internet sites in an attempt to locate Melanie Widerburg-Zucker's whereabouts, but no new information was found.
6. Based on the unsuccessful results of our extensive search, Newfield has deemed Melanie Widerburg-Zucker to be unlocatable.


FURTHER AFFIANT SAYETH NOT.



STATE OF COLORADO §
 §
COUNTY OF DENVER §

Subscribed and sworn to before me this 6th day of December, 2013.

My Commission Expires:



NOTARY PUBLIC
PETER BURNS
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires 8/09/2015

BEFORE THE BOARD OF OIL, GAS AND MINING

DEPARTMENT OF NATURAL RESOURCES

STATE OF UTAH

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CAUSES NOS. 131-51, 139-8, AND 139-)
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TOWNSHIP 3 SOUTH, RANGE 2)
WEST, AND SECTION 17, TOWNSHIP)
3 SOUTH, RANGE 3 WEST,)
DUCHESNE COUNTY, UTAH)

NOTICE
OF OPPORTUNITY TO LEASE
OR PARTICIPATE IN
OIL AND GAS WELLS
AND
SUPPLEMENTAL NOTICE
OF REQUEST FOR
AGENCY ACTION

Docket No. 2014-_____

Cause No. 139-_____

NEWFIELD PRODUCTION COMPANY TO:

Elizabeth O'Neal; the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein; Barbara Y. Clarke; the heirs/devisees of James Dalglish; the heirs/devisees of Enoch D. Lewis, including without limitation, the heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker; and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein and in the Request for Agency Action filed in the above-entitled matter, or to the right to drill into, produce from, or appropriate such oil or gas.

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, has designated a hearing examiner in this Cause who will conduct a hearing on Wednesday, January 15, 2014, at 1:30 p.m., or as soon as possible thereafter, in Room 112 of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah, and also, that the Board will consider the hearing examiner's proposed findings of fact and conclusions of law based on that hearing at the Board's regularly scheduled hearing on January 22, 2014, at 9:00 a.m., or as soon as possible thereafter, in the Auditorium of the Department of Natural Resources Building, 1594 West North Temple, Salt Lake City, Utah.

A hearing was held on April 25, 2012, wherein the Board heard testimony and evidence concerning Newfield Production Company's ("Newfield") March 8, 2012 Request for Agency Action. At the hearing the Board ordered the entry of an order (the "Spacing Order") establishing and/or modifying sectional (640-acre or equivalent) drilling units for the production of

oil, gas, and other hydrocarbons from the Green River and Wasatch Formations underlying the lands located in all of Sections 14, 17, and 23, Township 3 South, Range 2 West, U.S.M., Duchesne County, Utah (together, the "Subject Lands"), among other lands. On December 10, 2013, Newfield filed another Request for Agency Action seeking to: (1) force pool the interests of certain non-consenting and non-locatable owners of the oil and gas minerals in the Spaced Intervals (as described in the Spacing Order) beneath the Subject Lands; (2) establish the average weighted royalty payments to such owners and the costs of plugging and abandoning certain identified wells; and (3) impose a non-consent risk compensation penalty of 300% of any non-consenting owner's share of the costs of staking the location, wellsite preparation, rights-of-way, rigging up, drilling, reworking, recompleting, deepening or plugging back, testing and completing each identified well, including the cost of equipment in the well to and including the wellhead connections, as just and reasonable compensation to the consenting owners. This Notice is being published at the direction of the Board to complete notice to the non-locatable parties listed herein, whose whereabouts cannot be ascertained through reasonable diligence.

The hearings in this Cause will be conducted as formal administrative adjudications in accordance with the rules of the Board as set forth in Utah Administrative Code Rules R641 *et seq.* as provided for by Utah Code Ann. § 63G-4-101 through 601.

One of the purposes of the hearing examiner's January 15, 2014 hearing and the Board's January 22, 2014 proceeding will be for the Board to give any non-locatable party listed herein an opportunity to respond to Newfield's December 10, 2013 Request for Agency Action, and in particular, its request to force pool all non-consenting and non-locatable mineral interest owners who own interests in the oil and gas minerals in the Spaced Intervals beneath the Subject Lands.

Elizabeth O'Neal; the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein; Barbara Y. Clarke; the heirs/devisees of James Dalglish; the heirs/devisees of Enoch D. Lewis, including without limitation, the heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker; and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein should contact Newfield at (303) 893-0102, or at Newfield Production Company, 1001 Seventeenth Street, Suite 2000, Denver, Colorado 80202, Attention: Kenneth Harris, regarding the opportunity to lease. Additionally, each of the owners named in this paragraph and all other persons claiming any right, title, or interest in or to the oil and gas produced from the Spaced Intervals beneath the property described herein, or to the right to drill into, produce from, or appropriate such oil or gas, has the opportunity to participate in one or more of the following wells located on the Subject Lands by entering a joint operating agreement and by paying their portion of the costs of drilling and completing the well or wells pertaining to their ownership interest:

LeJeune #1-17-3-2WH
Mullins #11-14-3-2W
Morrill #4-23-3-2WH

(the "Subject Wells"). The Subject Wells are located within a sectional (640-acre or equivalent) drilling unit established and/or modified by the Board at the April 25, 2012 hearing. For information on leasing your interest or participating in the well, or for any other questions, you should contact Newfield as provided above or through its undersigned counsel.

Failure to respond to the December 10, 2013 Request for Agency Action or to participate in any of the Subject Wells by entering into a lease or by paying its share of the drilling and completing costs for a well, will result in such non-participating owner being deemed a non-consenting owner, and therefore, subject to force pooling and a possible non-consent risk compensation penalty of up to 300% that may be imposed by the Board at the January 22, 2014 hearing.

Objections to this matter shall be filed with the Secretary of the Board and served on Newfield's counsel at the addresses listed below no later than January 10, 2014. Objections filed later may be considered by the Board at or before the regularly scheduled hearing for good cause shown. A party must file a timely written objection or other response in order to participate as a party at the Board hearing.

Natural persons may appear and represent themselves before the Board. All other representation by parties before the Board will be by attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meets the rules of the Utah State Bar for practicing before the Utah Courts. Attorney representation may be waived by the Board upon petition and good cause shown.

Persons interested in this matter may participate pursuant to the procedural rules of the Board. The December 10, 2013 Request for Agency Action, and any subsequent pleadings may be inspected at the office of the Secretary to the Board, 1594 West North Temple, Suite 1210, Salt Lake City, Utah 84116 ((801)-538-5277), or copies obtained by contacting Petitioner's counsel Thomas W. Clawson at the address and telephone number listed below. A party who fails to attend or participate in the hearing may be held in default.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing date.

Dated this 10th day of December, 2013.

VANCOTT, BAGLEY, CORNWALL & McCARTHY

By: /s/ Thomas W. Clawson

36 South State Street, Suite 1900
Salt Lake City, Utah 84111
(801) 532-3333